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TEMPORARY FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D.

SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION HOMSON REUTERS Name of Offering (check if this is an amendment and name has changed and indicate change.)

Units of JumpTV Inc.	(check it ans	is all alliendment and hame n	as thanges, and maist	ee siidiigei,		
Filing Under (Check box(es)) that apply): New Filing	Rule 504 Amendment	Rule 505	⊠ Rule 5	06 🔲 S	ection 4(岛EC Mai 中央
		A. BASIC	CIDENTIFICATION	DATA		OCT 0 6 200B
 Enter the information i 						AAL A
Name of Issuer JumpTV Inc.	(☐ check if this	is an amendment and name h	as changed, and indica	te change.)		washington, DC
Address of Executive Office 463 King St. West, 3 rd Fl., T	_	,	r and Street, City, Stat	e, Zip Code)	Telephone Nut (416) 368-646	mber (including Area Copen
Address of Principal Busine (if different from Executive	ss Operations		r and Street, City, Stat	e, Zip Code)	Telephone Nui	mber (Including Area Code)
Brief Description of Busines	ss To broa	dcast live and on-demand	sports and internation	onal televisio	n content over	the internet.
Type of Business Organization		nited partnership, already for	med 🗀	other (please s	specify):	I SERVICIO DE LA COLONIA DE REFERENCIA DE LA CARRA CONTRACTOR DE LA CARRA CONTRACTOR DE LA CARRA CONTRACTOR DE
business trust	☐ lin	nited partnership, to be forme	ed.			
Actual or Estimated Date of Jurisdiction of Incorporation		Organization: (Enter two-letter U.S. Posta			Actual	08061731
·	-		a; FN for other foreign			CN

GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed isntead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.W., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

TTF		

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

SEC 1972 (9-08)

A. BASIC IDENTIFICATION DATA								
2. Enter the information requested for the following:								
 Each promoter of the issuer, if the issuer has been organized within the past five years; 								
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; 								
 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 								
Each general and managing partner of partnership issuers.			_					
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual)			•••					
Paterson, G. Scott								
Business or Residence Address (Number and Street, City, State, Zip Code)								
463 King St. West, 3rd Fl., Toronto, Ontario, CANADA M5V 1K4								
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner					
Full Name (Last name first, if individual) Anderson, John								
Business or Residence Address (Number and Street, City, State, Zip Code)								
463 King St. West, 3rd Fl., Toronto, Ontario, CANADA M5V 1K4								
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last name first, if individual)								
Amin, Mark								
Business or Residence Address (Number and Street, City, State, Zip Code)								
463 King St. West, 3 rd Fl., Toronto, Ontario, CANADA M5V 1K4								
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual)								
Marvis, Curt								
Business or Residence Address (Number and Street, City, State, Zip Code)								
463 King St. West, 3 rd Fl., Toronto, Ontario, CANADA M5V 1K4								
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual)		<u></u>						
Battista, Gabriel								
Business or Residence Address (Number and Street, City, State, Zip Code)								
463 King St. West, 3 rd Fl., Toronto, Ontario, CANADA M5V 1K4								
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual)								
Fidelity Management and Research Company								
Business or Residence Address (Number and Street, City, State, Zip Code)								
82 Devonshire Street, Boston, MA 02109-3605								
	·							
(Use blank sheet, or copy and use additional	d copies of this sheet,	as necessary.)						

	B. INFORMATION ABOUT OFFERING		
_		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		\boxtimes
2	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	. \$	
2.	what is the minimum investment that will be accepted from any individual?	. ه Yes	No
3.	Does the offering permit joint ownership of a single unit?	\boxtimes	
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or		
	similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker		
	or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the		
	information for that broker or dealer only. NOT APPLICABLE		
Ful	Name (Last name first, if individual)		
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nar	ne of Associated Broker or Dealer		
Can	Which Down Lived He Calified as Intend to Califie Double and		
Sta	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	All Stat	es
_		_	
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	IL IN IA KS KY LA ME MD MA MI MN MS	M	10
Γ	MT NE NV NH NJ NM NY NC ND OH OK OR	P	Α
ſ	RI SC SD TN TX UT VT VA WA WV WI WY	F	R
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Ful	l Name (Last name first, if individual)		
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nar	ne of Associated Broker or Dealer		
1 1441	The of Associated Dione, of Dealer		
Sta	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers	* 11 C · ·	
	(Check "All States" or check individual States)	All Stat	es
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Ful	Name (Last name first, if individual)		
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Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nar	ne of Associated Broker or Dealer		
1 144	The division and division beautiful and the division and		
Sta	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers	C1-4	
_	(Check "All States" or check individual States)		<u></u>
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	IL IN IA KS KY LA ME MD MA MI MN MS	M	10
	MT NE NV NH NJ NM NY NC ND OH OK OR	P	Α
ſ	RI SC SD TN TX UT VT VA WA WV WI WY	P	R

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	. \$0.00	\$0.00
	Equity		\$0.00
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	. \$ 252,947	\$0.00
	Partnership Interests	\$0.00	\$0.00
	Other (Specify)		\$0.00
	Total	. \$38.648.789*	\$0.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number of Investors	Dollar Amount of Purchases
	Accredited Investors	0	\$0.00
	Non-Acredited Investors		\$0.00
	Total (for filings under Rule 504 only)	N/A	\$ N/A
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.		Type of	Dollar
	Type of Offering	Security	Amount Sold
	Rule 505	. N/A	\$ N/A
	Regulation A	N/A	\$ N/A
	Rule 504	. N/A	\$ N/A
	Total	. N/A	\$ N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$0.00
	Printing and Engraving Costs		\$ 16,000
	Legal Fees		\$400,000
	Accounting Fees		\$100,000
	Engineering Fees		\$0.00
	Sales Commissions (specify finders' fees separately)	_	\$0.00
	Other Expenses (identify)		\$0.00
	Total	🛛	\$516,000*

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

^{*} Estimated for purposes of this Form D only.

	C. OFFERING PRICE, NUME	BER OF INVESTORS, EXPENSES AND USE OF	PRC	CEEDS	<u>-</u>
	b. Enter the difference between the aggregate offeri I and total expenses furnished in response to Part C gross proceeds to the issuer."	— Question 4.a. This difference is the "adjusted			\$38,132,789
5.	Indicate below the amount of the adjusted gross proceach of the purposes shown. If the amount for any puthe box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part C.	rpose is not known, furnish an estimate and check e payments listed must equal the adjusted gross		Payments to Officers, Directors & Affiliates	Payments to Others
	Salaries and fees		\boxtimes	\$0.00	∑ \$0.00
	Purchase of real estate		\boxtimes	\$0.00	\$0.00
	Purchase, rental or leasing and installation of ma	achinery and equipment	\boxtimes	\$0.00	∑ \$0.00
	Construction or leasing of plant buildings and fa	icilities	\boxtimes	\$0.00	\$ 0.00
	Acquisition of other businesses (including the volfering that may be used in exchange for the as pursuant to a merger)		\boxtimes	\$0.00	∑ \$0.00
	Repayment of indebtedness		\boxtimes	\$0.00	∑ \$0.00
	Working capital		\boxtimes	\$38,132,789	№ \$0.00
	Other (specify): Investment Capital				
			\boxtimes	\$0.00	⋉ \$
			_	\$38,132,789	·
	Total Payments Listed (column totals added)				132,789
		D. FEDERAL SIGNATURE			
sign info	issuer has duly caused this notice to be signed by the ature constitutes an undertaking by the issuer to furn mation furnished by the issuer to any non-accredited in	ish to the U.S. Securities and Exchange Commission exercise pursuant to paragraph (b)(2) of Rule 502.	is fi	on written requ	505, the following test of its staff, the
Iss	eer (Print or Type) JumpTV Inc.	Signature		Date / o	3 / 2008
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)			
	G. Scott Paterson	Executive Chair	man		
		ATTENTION			
	-	ATTENTION —			

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. ST.	ATE SIGNATURE						
1.	Is any party described in 17 C.F.R. 230.262 presently subj provisions of such rule?	ect to any of the disqualification Yes No						
	See Appendix,	Column 5, for state response.						
2.	The undersigned issuer hereby undertakes to furnish to an (17 C.F.R. 239.500) at such times as required by state law.	by state administrator of any state in which this notice is filed a notice on Form D.						
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.							
4.		ar with the conditions that must be satisfied to be entitled to the Uniform Limited notice is filed and understands that the issuer claiming the availability of this ions have been satisfied.						
	ner has read this notification and knows the contents to be to horized person.	rue and has duly caused this notice to be signed on its behalf by the undersigned						
Issuer (I	Print or Type) JumpTV Inc.	Signature Date 10 / 0 3 / 2008						
Name (F	Print or Type)	Title (Print or Type)						
	G. Scott Paterson	Executive Chairman						

Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

					PENDIX pTV Inc.				
1	Intend t non-acc	co sell to credited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Units of JumpTV Inc.	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL			Jumpi v inc.	Investors	Amount	Investors	Amount		
AK		П							
AZ	$\overline{\Box}$								
AR									
CA									
со									
СТ									
DE									
DC									
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APPENDIX JumpTV Inc.									
1	:	2	3	Juin	ipi v inc.	4			5
	non-acc	to sell to credited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Units of JumpTV Inc.	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
МО			•						
MT									
NE									
NV									
NH									
NJ							-		
NM							'		
NY									
NC									
ND									
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	APPENDIX										
				Jum	pTV Inc.						
1		2	3		4				5		
								Disqualification			
1			Type of security					under State ULOE			
1	Intend t	o sell to	and aggregate						, attach		
1	non-acc	redited	offering price		Type of investor and				ation of		
	investors	s in State	offered in state		amount purchased in State			waiver granted)			
	(Part B-	-Item 1)	(Part C-Item 1)		(Part (C-Item 2)		(Part E-Item 1)			
						Number of					
				Number of		Non-					
			Units of	Accredited		Accredited			İ		
State	Yes	No	JumpTV Inc.	Investors	Amount	Investors	Amount	Yes	No		
WY											
PR											

